



IT IS ORDERED as set forth below:

Date: January 08, 2009

A handwritten signature in black ink, reading "Paul W. Bonapfel", is written over a horizontal line.

**Paul W. Bonapfel
U.S. Bankruptcy Court Judge**

**IN THE UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

In re:)	Chapter 7
)	
INTEGRITY BANCSHARES, INC.)	Case No. 08-80512
)	
)	
Debtor.)	

ORDER MODIFYING THE AUTOMATIC STAY

Upon consideration of the *Motion of Certain Former Directors and Officers of Integrity Bancshares, Inc. for Approval of Defense Funding Under Directors' and Officers' Insurance Policy and for Relief from the Automatic Stay Under 11 U.S.C. § 362(d) to Effectuate the Same and Memorandum of Law in Support* (the "Movants Motion"), dated November 5, 2008, by Suzanne Long, Robert Skeen, Douglas Ballard and Steven Skow (collectively, the "Movants"); and upon the Court finding that: (i) it has subject matter jurisdiction over the matters raised in the Motion pursuant to 28 U.S.C. §

1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(1)(G); (iii) venue of these cases and this Motion are proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; (iv) the debtor, Integrity Bancshares, Inc., has an interest in insurance policy number BCP 873 72 76 (the “Policy”) issued to the debtor by The Cincinnati Insurance Company (“Cincinnati Insurance”); and (v) proper and adequate notice of the Motion and the hearing thereon has been given and that no other or further notice is necessary; and based upon the findings of fact and conclusions of law stated upon the record by the Court following the argument of counsel, it is:

ORDERED, that the automatic stay is hereby modified to authorize Cincinnati Insurance to pay, and continue to pay, subject to the provisions of this Order and without further Order of this Court, all of the Movants’ legal fees, expenses, litigation costs and related losses payable under the Policy (“Defense Costs”), subject to the terms and conditions of the Policy; and it is further

ORDERED that the Movants will inform Trustee’s counsel as to the amount of Defense Costs or other payment requested by or for each of the Movants, individually, under the Policy within ten (10) business days of the date of any such request; and it is further

ORDERED that the Movants will inform Trustee’s counsel as to the amount of Defense Costs or payments paid to or on behalf of each of the Movants, individually, under the Policy within ten (10) business days after receipt of any such payment; and it is further

ORDERED that the Court will retain jurisdiction regarding all matters arising from or related to the subject matter and implementation of this Order; and it is further

ORDERED that at any time the Chapter 7 Trustee may seek reconsideration or modification of this Order and may further seek disgorgement of any payments made to or on behalf of Movants under the Policy that the Trustee believes are unreasonable or unnecessary or that otherwise improperly deplete the Estate.

***** END OF ORDER *****

(Signatures on Next Page)

Prepared and Presented by:

BROWNSTEIN NGUYEN & LITTLE LLP

By: /s/ Jay D. Brownstein

Jay D. Brownstein
Georgia Bar No. 002590
Kevin Little
Georgia Bar No. 454225
2010 Montreal Road
Tucker, Georgia 30084
(770) 458-9060

Special Counsel for the Chapter 7 Trustee

ALSTON & BIRD LLP

By: /s/ Bess M. Parrish

JESSICA P. CORLEY
Georgia Bar No. 572733
WENDY R. REISS
Georgia Bar No. 600295
BESS M. PARRISH
Georgia Bar No. 141715
1201 West Peachtree Street
Atlanta, Georgia 30309-3424
(404) 881-7000

Counsel for Suzanne Long

DISTRIBUTION LIST

Office of the United States Trustee
362 Richard B. Russell Building
75 Spring Street, SW
Atlanta, Georgia 30303

Integrity Bancshares, Inc.
11138 State Bridge Road
Alpharetta, Georgia 30022

Robert M.D. Mercer, Esq.
Powell Goldstein LLP
One Atlantic Center – 14th Floor
1201 West Peachtree Street, NW
Atlanta, Georgia 30309-3488

Todd C. Meyers, Esq.
Bryan G. Gershkowitz, Esq.
Kilpatrick Stockton LLP
1100 Peachtree Street, N.E. Suite 2800
Atlanta, Georgia 30309-4530

Jay D. Brownstein
Brownstein Nguyen & Little LLP
2010 Montreal Road
Tucker, Georgia 30084